



Tuesday, December 31, 2019

WorldVentures Holdings, LLC
5100 Tennyson Parkway
Plano, Tx 75024
Attn: Simon Davies

Re: Request to transfer balance due MCA, LLC to MCP, LLC

Dear Simon,

On December 31, 2019, Montgomery Capital Advisers, LLC (or "MCA") had an accounts payable balance due from WorldVentures Holdings, LLC (or "WV") for consulting services rendered by Thomas A. Montgomery. Additionally, as of December 31, 2019, Montgomery Capital Partners, LLC (or "MCP") held a note payable due from WV in the amount of three hundred thousand dollars (\$300,000), not including accrued interest or rollover amounts. MCA and MCP are related entities (or "Related Parties"). On December 31, 2019 (the "Execution Date"), MCA agreed to assign one hundred thousand dollars (\$100,000) of the MCA accounts receivable balance (the "Transfer Amount") due from WV, to MCP. WV also agreed to this assignment. The assignment and subsequent increase, from \$300,000 to \$400,000 (before accrued interest and rollover amounts), in the note payable due MCP from WV were agreed to and documented in the December 31, 2019 Amended and Restated Note and Warrant Purchase Agreement, Secured Promissory Note and Warrant Agreement (collectively the "Loan Documents"). The internal accounts of MCA and MCP have been adjusted accordingly and by execution of this acknowledgement, the Related Parties authorize WV to adjust the balances of MCA and MCP accordingly, as of the Execution Date, and to direct all future payments on the Transfer Amount, according to the Loan Documents, to MCP.

If you have any questions, please contact me by phone at 214.629.8649 or by email at lcalton@mca-texas.com.

Regards,

A handwritten signature in black ink that appears to read "Larry W. Calton".

Larry W. Calton
Montgomery Capital Advisers, LLC
214.629.8649

AGREED AND ACCEPTED ON THE EXECUTION DATE BY:

Montgomery Capital Advisers, LLC

A handwritten signature in black ink that appears to read "Thomas A. Montgomery".

Thomas A. Montgomery
Its: President

Montgomery Capital Partners, LLC

A handwritten signature in black ink that appears to read "Thomas A. Montgomery".

Thomas A. Montgomery
Its: Managing Member

2500 Dallas Parkway

Suite 300

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Plano, Texas 75093

MCA 001865